

BY-LAWS
OF
THE AMELIA ISLAND FOUNDATION, INC.

ARTICLE I
ORGANIZATION

1.1 ORGANIZATION

The name of the corporation will be the “Amelia Island Foundation, Inc.”, which is set forth in its ARTICLES OF INCORPORATION. These By-Laws and the powers of the corporation and of its directors and officers are subject to the ARTICLES OF INCORPORATION.

1.2 OFFICES

The principal office of the corporation is 2398 Sadler Road Suite 200, Fernandina Beach, Florida 32034.

1.3 FISCAL YEAR

The fiscal year of the corporation will end on December 31 in each year.

1.4 CORPORATE SEAL

The Directors may adopt and alter the seal of the corporation.

ARTICLE II
BOARD OF DIRECTORS

2.1 BOARD OF DIRECTORS AND POWERS

The corporation will have a Board consisting of Directors who have the powers and duties of a board of Directors under Florida law. The Directors will be responsible for the general management and supervision of the business and affairs of the corporation.

2.2 NUMBER AND QUALIFICATIONS

The number of Directors that constitute the Board of Directors may be changed from time to time by the vote of a majority of the entire Board but will not be fewer than seven (7).

The directors of the Amelia Island Foundation Inc will be the Directors of the Amelia Island Convention and Visitors Bureau Inc.

2.3 QUORUM

A majority of Directors at a Board Meeting, as applicable, after due notice has been given, will be deemed a quorum.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

3.1 ANNUAL MEETING

Annual Meeting. The Board of Directors shall fix the time and place for the annual meeting of the Amelia Island Foundation Inc.

3.3 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the Chairman, the Vice Chairman in the absence of the Chairman, or any five (5) Directors.

3.4 NOTICE OF MEETINGS

The Secretary will provide the time and place of each meeting to each Director within the time periods specified by these By-Laws to the email address designated by each individual Director. Meeting notifications will include an agenda and relevant information.

3.5 MEETING MINUTES

The Secretary, or a designated Director if the Secretary is unable to attend, will record and document the meeting.

3.6 ACTION BY VOTE

When a quorum is present at any meeting, a majority of the Directors present and voting will decide any question, including election of officers and appointment or election of committees, unless otherwise provided by law, the ARTICLES OF INCORPORATION, or these By-Laws.

3.7 ACTION BY WRITING

Any action normally required at any meeting of the Directors may be taken by polling the Directors if they consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents will be treated for all purposes as a vote at a meeting.

3.8 PRESENCE THROUGH COMMUNICATIONS EQUIPMENT

Unless otherwise provided by law or the ARTICLES OF INCORPORATION, Directors may participate in Board meetings by means of a conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other at the same time. Participation by such means will constitute presence in person at a meeting.

ARTICLE IV

OFFICERS

4.1 NUMBER, TERM, AND QUALIFICATION OF OFFICERS

The officers of the corporation will be Chair, Vice Chair, Treasurer, and Secretary and such other officers, if any, as the Directors may determine. A person may hold more than one office at the same time.

4.3 CHAIR OF THE BOARD

The Chair will preside at all meetings and will serve as an ex officio member of all committees. The Chair will be empowered to act on behalf of the Board, except as otherwise provided by law, the ARTICLES OF INCORPORATION, or these By-Laws. The Chair will be considered the Chief Officer of the corporation and will have general charge and supervision of the affairs of the corporation.

4.4 VICE CHAIR

The Vice Chair will have all the powers and duties of the Chair during the absence of the Chair or in the event of the Chair's inability to act. The Vice Chair will also have such other duties and powers, as the Directors will determine.

4.5 TREASURER

The Treasurer will coordinate financial management of the Foundation and oversee the distribution of funds.

4.6 SECRETARY

The Secretary will record and maintain records of all proceedings of the directors in repositories kept for that purpose. Such repositories will also contain records of all meetings of incorporators and the original or attested copies of the ARTICLES OF INCORPORATION, By-Laws, and names and addresses of all Directors. The Secretary will give, or cause to be given, notice of all meetings of the Board as required by law or by these By-Laws. If the Secretary is absent from any meeting of the Directors, a temporary Secretary chosen at the meeting will exercise the duties of the Secretary at the meeting.

4.7 EXECUTIVE DIRECTOR OF THE AMELIA ISLAND FOUNDATION, INC.

The Executive Director President will be the chief executive of the Amelia Island Foundation Inc who generally and actively manages the business and day-to-day affairs of the Foundation. The Executive Director may act for and on behalf of the corporation on administrative issues and extraordinary matters without the concurrence of the Board of Directors, and any such action shall be binding on the Corporation. The Board of Directors for the Amelia Island Foundation, Inc. appoints this position.

4.8 COMPENSATION OF OFFICERS AND DIRECTORS

Board Officers and Directors are not entitled to receive compensation for their services to the corporation, except that Officers and Directors may be reimbursed for actual expenses incurred incidental to an Officer's or Director's participation at any meeting of the corporation or any other expense approved and authorized by the Chair and Treasurer.

**ARTICLE V
COMMITTEES**

5.1 COMMITTEES

The Chair or the Directors may designate committees that will have only such powers as are specifically delegated by the Board, unless prohibited by law, the Articles of Organization, or these By-Laws. Members of such committees will consist of at least one Director and will be appointed by the Chair, with the consent of the Board. All committee meetings will be held at such places and at such times as the chair of each committee determines. The provisions in these By-Laws regarding notice of meetings, quorum, actions by vote, actions by writing, and presence through communications equipment will also apply to committee meetings.

**ARTICLE VI
SPONSORS AND OTHER SUPPORTERS**

6.1 SPONSORS AND OTHER SUPPORTERS

The Directors may designate certain corporations or groups of persons as sponsors, advisers, or friends of the Corporation or such other title as the Directors deem appropriate. Such groups will serve in an honorary capacity and will have no right to notice of or to vote at any meeting, will not be considered for purposes of establishing a quorum, and will have no other rights or responsibilities.

**ARTICLE VII
EXECUTION OF PAPERS**

7.1 BOOKKEEPING

Financial donations to the Amelia Island Foundation, Inc., as often as possible, should be completed by check. Donor identity and contact information should be included on checks or on a related document. The Amelia Island Foundation, Inc. bookkeeper will make the deposit, and record in QuickBooks.

7.2 DISBURSEMENTS

Disbursements will be authorized by the Executive Director and processed by the bookkeeper. To the greatest extent possible, an invoice for services, supplies, equipment or a receipt for Amelia Island Foundation, Inc. cash expenses should support expenditures. Supporting documents will be initialed and dated by the person incurring or authorizing the disbursement.

ARTICLE VIII

CONFLICT OF INTEREST

8.1 PURPOSE

Amelia Island Foundation, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Amelia Island Foundation, Inc., as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between Amelia Island Foundation, Inc., Inc. and its Board, Officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, Officers, and management employees have the responsibility of administering the affairs of Amelia Island Foundation, Inc., honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Amelia Island Foundation, Inc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

8.2 PERSONS CONCERNED

This statement is directed not only to Directors and Officers, but also to all employees who can influence the actions of Amelia Island Foundation, Inc. This would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning Amelia Island Foundation, Inc., Inc.

8.3 AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of Directors, Officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Amelia Island Foundation, Inc.
2. Persons and firms from whom Amelia Island Foundation, Inc. leases property and equipment.
3. Persons and firms with whom Amelia Island Foundation, Inc. is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting Amelia Island Foundation, Inc.
6. Agencies, organizations and associations that affect the operations of Amelia Island Foundation, Inc.
7. Family members, friends, and other individuals.

8.4 NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Article 8.3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Amelia Island Foundation, Inc.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Amelia Island Foundation, Inc.
3. Receiving remuneration for services with respect to individual transactions involving Amelia Island Foundation, Inc.
4. Using Amelia Island Foundation, Inc.'s time, personnel, equipment, supplies, or good will for other than Amelia Island Foundation, Inc.-approved activities, programs, and purposes.
5. No gift, favor or service shall be accepted from any person, firm, or corporation who transacts business with the Amelia Island Foundation, Inc.

8.5 INTERPRETATION OF THIS STATEMENT OF POLICY

The areas of conflicting interest listed in Article 8.3, and the relations in those areas which may give rise to conflict, as listed in Article 8.4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the Directors, Officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Article 8.4 exists, does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Amelia Island Foundation, Inc.

However, it is the policy of the board that the existence of any of the interests described in Article 8.4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board, Officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

8.6 DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The Board, or a duly constituted committee thereof, has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the Board Chair, Vice Chair or Secretary, who shall bring the matter to the attention of the Board, or a duly constituted committee thereof. Disclosure involving Directors should be made to the Board Chair, or if she or he is the one with the conflict, then to the Board Vice Chair or Secretary, who shall bring these matters to the Board, or a duly constituted committee thereof.

The Board, or a duly constituted committee thereof, shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Amelia Island Foundation, Inc. The decision of the Board, or a duly constituted committee thereof, on these matters will rest in their sole discretion, and their concern must be the welfare of Amelia Island Foundation, Inc. and the advancement of its purpose.

ARTICLE IX
DISSOLUTION

9.1 DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501 c (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and which subscribe to the Statement of Faith as set forth in the bylaws of the Corporation.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principle office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes and subscribe to the statement of Faith of the Corporation.

ARTICLE X
INDEMNIFICATION

10.1 INDEMNIFICATION

The Company shall indemnify its Officers, Directors, employees and agents to the fullest extent provided by law, but the Company shall indemnify no person for intentional malfeasance.

ARTICLE XI
BY-LAW AMENDMENTS

11.1 AMENDMENTS

These By-Laws may be altered, amended, or repealed, in whole or in part, by vote of a qualified majority of Directors the notice of which contains a statement of the proposed alterations or amendments.

Adopted 5/27/2020

Chairman Chris B. Long

Secretary 